

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB Number: 3235-0287

Expires: January 31, 2005

Estimated average burden hours per response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Tai Pin

2. Issuer Name **and** Ticker or Trading Symbol
CATHAY GENERAL BANCORP
[CATY]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
777 NORTH BROADWAY
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
03/01/2019

____ Director ____ 10% Owner
X Officer (give title ____ Other (specify
below) below)
 CEO & President

LOS ANGELES, CA 90012

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing (Check Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Common Stock							885.75	I	By ESOP
Common Stock	03/01/2019		M ⁽¹⁾		12,758	A	\$ 0	53,742	D
Common Stock	03/01/2019		F ⁽²⁾		4,412	D	\$ 38.36	49,330	D
Common Stock	03/01/2019		M		1,675	A	\$ 0	51,005	D
Common Stock	03/01/2019		F ⁽²⁾		580	D	\$ 38.36	50,425	D

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	<u>(1)</u>	03/01/2019		M			7,918 <u>(3)</u>	<u>(4)</u>	<u>(4)</u>	Common Stock	7,918
Restricted Stock Units	<u>(5)</u>	03/01/2019		M			1,675	03/01/2019	<u>(6)</u>	Common Stock	1,675
Restricted Stock Units	<u>(5)</u>	03/01/2019		A		8,154		<u>(7)</u>	<u>(7)</u>	Common Stock	8,154

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Tai Pin 777 NORTH BROADWAY LOS ANGELES, CA 90012	CEO & President

Signatures

/s/ Georgia Lo,
attorney-in-fact
03/05/2019

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1)

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Shares of the Issuer's Common Stock received by the Reporting Person from the vesting of performance-based restricted stock units granted on December 17, 2015. Such restricted stock units were previously reported in Table II on a Form 4 filed by the Reporting Person with the Securities and Exchange Commission on December 21, 2015.

- (2) Shares withheld by Registrant to satisfy tax withholding requirement on vesting of restricted stock units.
- (3) Of the previously reported target award of 7,918 shares of performance-based restricted stock units, 150% of the target award was earned based upon the achievement of certain performance criteria.
- (4) Performance-based restricted stock units vested on December 31, 2018.
- (5) Each restricted stock unit represented a contingent right to receive one share of Common Stock of the Issuer.
- (6) Reporting Person was granted 5,024 restricted stock units on March 1, 2018, with a vesting schedule of 3 annual equal installments beginning March 1, 2019, or earlier in the event of death, disability, retirement, or change in control.
- (7) These restricted stock units are scheduled to vest in 3 annual equal installments beginning March 1, 2020, or earlier in the event of death, disability, retirement, or change in control.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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